

November 19, 1992

Interstate Commerce Commission  
12th and Constitution Avenues NW  
Washington, DC 20423

6096 Y

NOV 21 1992 4:11 PM

INTERSTATE COMMERCE COMMISSION

RE: PNC Leasing Corp - Diversified Lease Funding, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) certified true and correct copy of the Release and Satisfaction and Bill of Sale - Southern Railway Equipment Trust No. 3 of 1971 by and between Citibank, N.A. formerly First National City Bank whose address is:

120 Wall Street  
New York, NY 10043

and Norfolk Southern Railway Company formerly named Southern Railway Company whose address is:

3 Commercial Place  
Norfolk, VA 23510

This Release is to be filed in File No. 6096 in your office at your earliest convenience. The original should be returned to me at the above address.

Thank you for your cooperation in this regard.

Very truly yours,

TUCKER ARENSBERG, P.C.

*Robin K. Capozzi*  
Robin K. Capozzi

RKC/tal  
Enclosure  
88577.1:11/19/92:

I hereby certify that this is a true and correct copy of the original Release and Satisfaction and Bill of Sale.

Rohi K. Groggi

6076-15 Sworn to and subscribed before me this 19<sup>th</sup> day of November, 1992.  
Alice M. Neelham  
Notary Public  
MY COMMISSION EXPIRES:

**SOUTHERN RAILWAY EQUIPMENT TRUST**

No. 3 of 1971

Notarial Seal  
Alice M. Neelham, Notary Public  
Pittsburgh, Allegheny County  
My Commission Expires July 10, 1993

**RELEASE AND SATISFACTION AND BILL OF SALE**

KNOW ALL MEN BY THESE PRESENTS, that Citibank, N.A. (formerly First National City Bank) (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of May 1, 1971, as supplemented (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Railroad"), providing for the formation of Southern Railway Equipment Trust No. 3 of 1971 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and dividend warrants attached thereto issued under the Equipment Trust have been fully paid and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, its successors and assigns, as its and their absolute property, all of the Trustee's right, title and interest in and to the railroad equipment subject to the Equipment Trust and releases the Railroad, its successors and assigns, from any and all obligations of the Agreement.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its Vice President under its corporate seal attested by one of its Assistant Vice Presidents, this 18<sup>th</sup> day of NOVEMBER, 1992.

CITIBANK, N.A., as Trustee

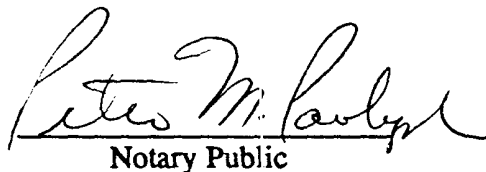
By: P. DeFelice  
P. DeFELICE  
VICE PRESIDENT

ATTEST:

Carol Ng

STATE OF NEW YORK           )  
   )  
 COUNTY OF NEW YORK        )

On this 18<sup>th</sup> day of NOVEMBER, 1992, before me, a Notary Public, personally appeared P. DeFelice, to me personally known, who, being by me duly sworn, says he is a Vice President of Citibank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

PETER M. PAVLYSHIN

Notary Public, State of New York

No. 41-4991297

Qualified in Queens County

Certificate Filed in New York County

Commission Expires January 27, 1994

My commission expires: